

Montrose Chemical Corporation of California

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April 1, 1994

David Cohen, Esq.
McDonnell Douglas Corporation
10775 Business Center Drive
Bldg. 206-1
Cypress, California 90630

Re: Montrose Chemical Corporation of California/McDonnell
Douglas Corporation--Access Agreement

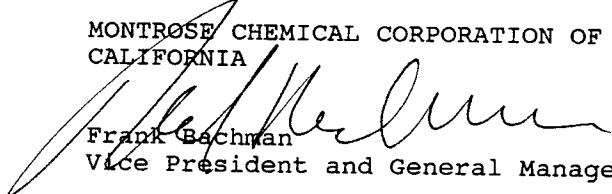
Dear Mr. Cohen:

This will confirm that Montrose Chemical Corporation of California ("Montrose") and McDonnell Douglas Corporation ("MDC") have agreed to extend for two (2) years that certain Access Agreement between the parties and that certain Closure Agreement between the parties, both agreements dated March 15, 1990. All other terms and conditions of the existing Access Agreement, Closure Agreement, and amendments shall remain in full force and effect.

This will also confirm that Montrose and MDC understand that certain parties associated with the Del Amo Superfund Site may require access to Montrose's wells located on MDC property for the purpose of the Del Amo RI/FS. Montrose agrees that, should it grant access to these MDC wells to these third parties, that Montrose will coordinate such sampling activities with MDC and use its best efforts to ensure that the third party provides sampling data to MDC consistent with the underlying Access Agreement.

Sincerely,

MONTROSE CHEMICAL CORPORATION OF
CALIFORNIA


Frank Bachman
Vice President and General Manager

ACCEPTED AND AGREED:

MCDONNELL DOUGLAS CORPORATION

By: David Cohen
Name: David Cohen
Title: Counsel
Date: 4/8/94